

HELM

FINANCIAL CORPORATION

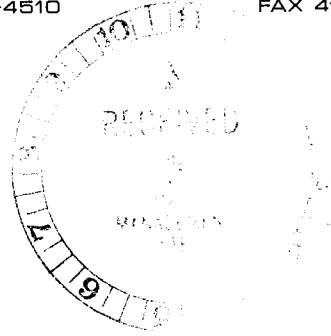
One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

August 24, 2000

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001



RE: Partial Termination of Master Lease Agreement evidencing **Schedule 17** dated August 24, 2000 ("**Termination**"), between **Helm Financial Corporation** and **Norfolk Southern Railway Company**.

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Norfolk Southern Railway Company
110 Franklin Road, SE
Roanoke, VA 24042-0072

A short summary of the document to appear in the index follows:

This Partial Termination of Master Lease Agreement evidencing **Schedule No. 17** dated August 25, 1999 to that certain Master Lease Agreement dated July 15, 1996 between Helm Financial Corporation as Lessor and Norfolk Southern Railway Company as Lessee covers two (2) C30-7 locomotives with the Mark HLGX and the Numbers 523 and 525.

Please file this Termination as a supplementary document to Recordation No. **20822-M** filed November 16, 1999 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain
Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. **20822-EE** FILED

SEP 27 '00

18-43 AM

SURFACE TRANSPORTATION BOARD

SEP 26 11 33 AM '00

RECEIVED
SURFACE TRANSPORTATION
BOARD

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Termination") is dated as of August 24, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Master Lease Agreement evidencing **Schedule No. 17** dated as of August 25, 1999 to that certain Master Lease Agreement dated July 15, 1996 ("**Lease**") with Norfolk Southern Railway Company, a Delaware corporation, with respect to the two (2) locomotives described in Schedule A attached hereto. Schedule No. 17 is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. **20822-M** filed on October 19, 1999 at 9:00 a.m.

The Schedule was terminated as of May 9, 2000. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Schedule is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: _____

Print Name: John F. Dains

Title: Senior Vice President & CFO

RECORDATION NO. 20822-EE FILED

SEP 27 '00 18-43 AM

SURFACE TRANSPORTATION BOARD

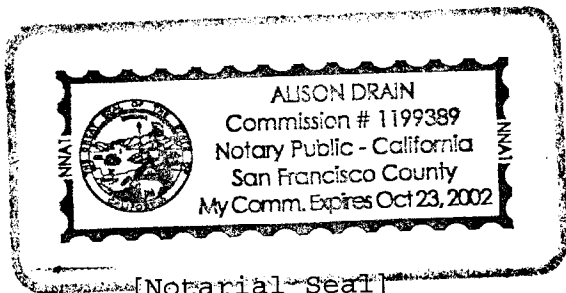
STATE OF CALIFORNIA)
) S.S.
COUNTY OF ~~SAN~~ FRANCISCO)

On ~~August~~ ^{September} 25, 2000, before me, Alison Drain, personally appeared John F. Dains, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

 X personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Master Lease Agreement dated August 24, 2000.

THE UNITS

Equipment Description:

Two (2), 3000 horsepower, six axle, C30-7 locomotives with dynamic brakes.

Unit Number

HLGX 523
HLGX 525